

# **Exhibit 31**

WILMERHALE

Via Overnight Mail

Amy A. Null

October 4, 2018

+1 617 526 6541 (t)  
+1 617 526 5000 (f)  
amy.null@wilmerhale.com

Sharon Petshaft  
Employee Plans Specialist  
Department of the Treasury  
Internal Revenue Service  
TE/GE Employee Plans  
150 Court Street; 5<sup>th</sup> Floor  
New Haven, CT 06510

Re: Plan Name: RJM Capital, LLC Pension Plan  
Plan Number: 001  
Plan year ended: December 31, 2016

Dear Ms. Petshaft:

On behalf of RJM Capital, LLC Pension Plan, I enclose the following in response to your request of September 13, 2018, a copy of which is attached.

Our responses to your request are provided below.

1. **Redacted - Relevance** valuations indicate the following plan-to-plan transfers: **Redacted - Relevance**. Please provide the dates and sources for these funds.

**RESPONSE:**

Mr. Markowitz consolidated the funds held in several plans to **Redacted - Relevance**. **Redacted - Relevance** A schedule of those transfers is included in Folder 1 in the electronic media. There are three transferor plans listed on that schedule – Michelle Investments LLC Pension Plan, Remece Investments LLC Pension Plan and Xiphias LLC Pension Plan – that are sponsored by entities in which Mr. Markowitz was a 25% owner. Those entities have not been discussed in prior responses because they were not part of the controlled group, but Mr. Markowitz was a participant in these plans. Additionally, another three of the transferor plans – Avanix Management LLC Roth 401(k) Plan, Cavus Systems LLC Roth 401(k) Plan and Hadron Industries LLC Roth 401(k) Plan – were the transferee plans of transfers from Routt Capital LLC Solo 401(k) Plan (prior to restatement, the Routt Capital Pension Plan and Trust), as detailed in the response to Item 5. Investment earnings in those individual plans represent the bulk of the **Redacted - Relevance** aggregate transfers.

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2. Please provide the dates and sources of the \$1,912,258 plan-to-plan transfers during 2015 in the Calypso Investments LLC Pension Plan.

**RESPONSE:**

Investment earnings in 2014 account for the bulk of the \$1,912,258 amount, as shown on the Calypso account statement provided in the June 26 response (Folder 2) and also in response to Item 5 below. The balance of the transferred amount is attributable to contributions. See also additional information concerning this amount on p. 5 in response to your supplemental question asked during our phone conversation on September 14.

3. Your letter of June 26, 2018 indicates that Mrs. Markowitz received two distributions in 2016: **Redacted - Relevance** and \$1,220,000 from Routt Capital LLC Solo 401(k) Plan.

a) When did Mrs. Markowitz first participate in each of these two plans?

**RESPONSE:**

Mrs. Markowitz commenced participation in the Routt Capital LLC Solo 401(k) Plan on January 1, 2015 **Redacted - Relevance**

b) Please indicate the dates and sources of all rollovers and transfers into her accounts in these plans since her first date of participation.

**RESPONSE:**

A Roth contribution of \$5,000 was made to the Routt Capital LLC Solo 401(k) Plan **Redacted - Relevance**

for the benefit of Mrs. Markowitz in 2015. Mrs. Markowitz's account in the Routt Capital LLC Solo 401(k) Plan realized investment earnings of \$9,757,859.75 during 2015. **Redacted - Relevance**

**Redacted - Relevance**

**Redacted - Relevance** Mrs. Markowitz also took a direct distribution of \$1,220,000 from the Routt Capital LLC Solo 401(k) Plan on June 10, 2016, leaving a small balance remaining in her account at the end of 2016.

These distributions were reported as taxable (because the 5-year Roth holding period was not satisfied) on line 16b of the Markowitz's 2016 return.

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4. Please provide details of the following fees/expenses indicated on the valuation reports submitted June 26, 2018 (indicate the name of the payee, dates, amounts and an explanation for the expenses):

a)

**Redacted - Relevance****RESPONSE:**

Please see summary included in Folder 4 of the electronic media. None of the payees listed on the summary is related to Mr. or Mrs. Markowitz.

b) Calypso Investments LLC Pension Plan 2014 \$2,393,574.

**RESPONSE:**

Please see summary included in Folder 4 of the electronic media. None of the payees listed on the summary is related to Mr. or Mrs. Markowitz.

5. For the following plans, please show the sources of all plan income (other than investment earnings) received from the plan's effective date through December 31, 2016.

		Plan initial effective date
AVANIX MANAGEMENT LLC	AVANIX MANAGEMENT LLC ROTH 401 (K) PLAN	7/16/2014
BATAVIA CAPITAL LLC	BATAVIA CAPITAL PENSION PLAN	6/11/2014
CALYPSO INVESTMENTS LLC	CALYPSO INVESTMENT PENSION PLAN	6/13/2013
CAVUS SYSTEMS LLC	CAVUS SYSTEMS LLC ROTH 401 (K) PLAN	7/16/2014
HADRON INDUSTRIES LLC	HADRON INDUSTRIES LLC ROTH 401 (K) PLAN	7/16/2014
RJM CAPITAL LLC	RJM CAPITAL PENSION PLAN	1/29/2013
ROUTT CAPITAL LLC	ROUTT CAPITAL TRUST	2/12/2014

**RESPONSE:**

Please see summary included in Folder 5 of the electronic media. Additional detail on the transfers in are as follows:

Ananix Management LLC Roth 401(k) Plan

- The \$41,000 total transfers in 2014 are from the Routt Capital LLC Solo 401(k) Plan.

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Batavia Capital Pension Plan

- The \$100,000 transfer in 2013 are from Michele Investments LLC Pension Plan.

Cavus Systems LLC Roth 401(k) Plan

- The \$41,000 total transfers in 2014 are from the Routt Capital LLC Solo 401(k) Plan.

Hadron Industries LLC Roth 401(k) Plan

- The \$41,000 total transfers in 2014 are from the Routt Capital LLC Solo 401(k) Plan.

6. Please provide details regarding the plans listed below\*. Specifically,

- What is the relationship of each plan to Mr. and Mrs. Markowitz and all entities to which they are associated?
- If these are plans maintained by entities owned by Mr. or Mrs. Markowitz, submit a copy of the 2016 Form 5500-series return.
- If these are plans maintained by entities owned by Mr. or Mrs. Markowitz, please provide each plan's income sources (other than investment earnings) since the plan's initial effective date.

\*

BATTU HOLDINGS LLC ROTH 401(k) PLAN,

CRUCIBLE VENTURES LLC ROTH 401(k) PLAN,

TRUE WIND INVESTMENTS LLC ROTH 401(k) PLAN,

LIMELIGHT GLOBAL PRODUCTIONS LLC ROTH 401(k) PLAN,

MONOMER INDUSTRIES LLC ROTH 401(k) PLAN,

PLUMROSE INDUSTRIES LLC ROTH 401(k) PLAN

**RESPONSE:**

Mr. Markowitz was the designated Manager of and, through LLCs that were disregarded entities, provided administrative services to, investment partnerships in which the above plans were partners. Monomer Industries LLC is 100% owned by Mr. Markowitz's

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October 4, 2018  
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sister. Apart from these relationships, neither Mr. nor Mrs. Markowitz has a relationship to any of the above plans or their sponsors.

7. If the source of funds for any of the aforementioned plans (in items 1-7 above) are from a previous employer of Mr. and/or Mrs. Markowitz, please provide the dates, amounts and sources for all rollovers/transfers into these plans. If the funds' sources are not from a previous employer, please provide the dates, amounts and sources for all rollovers/transfers into these plans.

**RESPONSE:**

N/A as the plans are not funded by Mr. or Mrs. Markowitz.

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Additionally, when we spoke you noted that Mr. and Mrs. Markowitz's joint return for 2015 reported retirement distributions of \$3,837,258 as non-taxable. That amount represents the following Roth rollover amounts:

- The \$1,912,258 distribution from Calypso Investments Pension Plan discussed in Item 2 above, which Mr. Markowitz internally accounted for as a "401(k) Transfer" [Redacted - Relevance]
- A \$1,925,000 distribution from RJM Capital Pension Plan Trust, again which Mr. Markowitz internally accounted for as a "401(k) Transfer", [Redacted - Relevance] [Redacted - Relevance]

Please see Forms 1099-R and related Form 5498s in Folder marked "Supplemental" in the electronic media.

Kindly acknowledge receipt of this response by date stamping the enclosed copy of this letter and returning it to me in the envelope provided.

Very truly yours,



Amy A. Null

Enclosure

cc: Richard J. Markowitz

INTERNAL REVENUE SERVICE



FAX TRANSMISSION  
Cover Sheet

Date: September 13, 2018

**To:** AMY NULL

Address/Organization: \_\_\_\_\_

Fax Number: (617) 526-5000 Office Number: \_\_\_\_\_

**From:** SHARON PETSHAFT

Address/Organization: TE/GE: EP 7612

Fax Number: (855) 256-3264 Office Number: 203.492.8622

Number of pages: 4 *Including cover page*

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**Subject:** INFORMATION DOCUMENT REQUEST ATTACHED

Good afternoon,

I am attaching a request for information. You should receive a total of 4 pages including this cover.  
PLEASE CONFIRM RECEIPT. If you have any questions, please feel free to contact me.

Sharon

Sharon Petshaft, Employee Plans Specialist  
Internal Revenue Service, Tax Exempt/Government Entities Division  
150 Court St | 5th Floor | EP 7612 | New Haven, CT 06510 |  
TEL: 203.492.8622 | FAX: 855.256.3264 | Sharon.L.Petshaft@irs.gov

This communication is intended for the sole use of the individual to whom it is addressed and may contain confidential information that is privileged, confidential and exempt from disclosure under applicable law. If you are not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited by the provisions of the Internal Revenue code. If you have received this communication in error, please contact the sender immediately by telephone. Thank you.

**INTERNAL REVENUE SERVICE****TE/GE EMPLOYEE PLANS**150 Court Street; 5<sup>th</sup> Floor

New Haven, CT 06510

**DEPARTMENT OF THE TREASURY**

Date: September 13, 2018

Amy A. Null, Esq.  
 Wilmer Hale  
 60 State Street  
 Boston, MA 02109

Plan Name:	RJM Capital Pension Plan
	Plan 001
Plan Year Ending:	December 31, 2016
Form:	5500-EZ
Person to Contact / ID Number:	Sharon Petshaft / 06-03467
Contact Telephone / Fax Number:	203.492-8622 / 855.256-3264
E-mail:	Sharon.L.Petshaft @irs.gov

Dear Ms. Null,

Pursuant to our examination of the retirement plan for the above year, we find we need additional information. The information needed is shown on the enclosed form. You may also furnish any other documents or explanatory material that you believe will be helpful for our review.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter. When you send any requested information or write to us with questions about this letter, please provide your telephone number and the most convenient time for us to call if we need more information. Thank you for your cooperation.

Please send this information within 21 days from the date of this letter.

Sincerely yours,

*Sharon Petshaft*

Sharon Petshaft  
 Employee Plans Specialist

Enclosure

REQUEST FOR ADDITIONAL INFORMATION

Please submit the following information by October 4, 2018 to:

Sharon Petshaft  
 Internal Revenue Service  
 150 Court Street; 5<sup>th</sup> Floor  
 New Haven, CT 06510

Tel 203-492-8622  
 Fax 203-492-8649  
 E-mail: Sharon.L.Petshaft @irs.gov

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HADRON INDUSTRIES LLC	HADRON INDUSTRIES LLC	7/16/2014

<b>ROTH 401(K) PLAN</b>		
<b>RJM CAPITAL LLC</b>	<b>RJM CAPITAL PENSION PLAN</b>	<b>1/29/2013</b>
<b>ROUTT CAPITAL LLC</b>	<b>ROUTT CAPITAL TRUST</b>	<b>2/12/2014</b>

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- c) If these are plans maintained by entities owned by Mr. or Mrs. Markowitz, please provide each plan's income sources (other than investment earnings) since the plan's initial effective date.

\*

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LIMELIGHT GLOBAL PRODUCTIONS LLC ROTH 401(k) PLAN,  
MONOMER INDUSTRIES LLC ROTH 401(k) PLAN,  
PLUMROSE INDUSTRIES LLC ROTH 401(k) PLAN

7. If the source of funds for any of the aforementioned plans (in items 1 – 7 above) are from a previous employer of Mr. and/or Mrs. Markowitz, please provide the dates, amounts and sources for all rollovers/transfers into these plans. If the funds' sources are not from a previous employer, please provide the dates, amounts and sources for all rollovers/transfers into these plans.

END